



State of California Secretary of State

LIMITED PARTNERSHIP CERTIFICATE OF CANCELLATION

IMPORTANT – Read instructions before completing this form

NOTE: THIS CERTIFICATE OF CANCELLATION (LP-4/7) MUST BE FILED IN ORDER TO CANCEL YOUR CERTIFICATE OR REGISTRATION OF LIMITED PARTNERSHIP AND YOUR LIABILITY FOR ANY TAX AS A LIMITED PARTNERSHIP.

This Space For Filing Use Only

1. SECRETARY OF STATE FILE NUMBER

2. NAME OF LIMITED PARTNERSHIP

3. THE LIMITED PARTNERSHIP HEREBY CANCELS ITS (CHECK ONE):

☐ CERTIFICATE OF LIMITED PARTNERSHIP (LP-1) PURSUANT TO SUBDIVISION (B)(1) OF SECTION 15623 OF THE CALIFORNIA CORPORATIONS CODE.

☐ REGISTRATION OF FOREIGN LIMITED PARTNERSHIP (LP-5) PURSUANT TO SECTION 15696 OF THE CALIFORNIA CORPORATIONS CODE.

4. OTHER INFORMATION THE PARTNERS FILING THE CERTIFICATE OF CANCELLATION DETERMINE TO INCLUDE, IF ANY: (ATTACH ADDITIONAL PAGES, IF NECESSARY)

5. I DECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

SIGNATURE OF AUTHORIZED PERSON

POSITION OR TITLE OF AUTHORIZED PERSON

TYPE OR PRINT NAME OF AUTHORIZED PERSON

DATE

SIGNATURE OF AUTHORIZED PERSON

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DATE



Secretary of State
Business Programs Division

1500 11th Street, 3rd Floor
Sacramento, CA 95814

Business Entities
(916) 657-5448

EXPANSION OF PRECLEARANCE AND EXPEDITED FILING SERVICES (Effective Monday, October 2, 2006)

We are pleased to announce that our preclearance and expedited filing services have been expanded to include all business entity documents filed with the Secretary of State pursuant to the California Corporations Code, the California Financial Code or the California Insurance Code. These services, previously offered only for specified corporate documents, are now available for all corporate, limited liability company and limited partnership documents, including interspecies mergers and conversions, and for all other documents filed by other entity types. In addition, the number of copies required to be submitted for the preclearance service has been reduced from two to one.

Preclearance service provides a customer with the opportunity to submit a business entity document in person to the Secretary of State's Sacramento office prior to filing to determine if the document conforms to law and to receive a preclearance response within a guaranteed time frame.

Expedited filing service provides a customer with the opportunity to submit for filing a business entity document in person to the Secretary of State's Sacramento office and to receive a filing response within a guaranteed time frame.

Please refer to the Secretary of State's website at <http://www.ss.ca.gov/business/precexp.htm> for detailed information regarding the preclearance and expedited filing services.

Authority cited: Title 2, California Code of Regulations, sections 21904 and 21905; and Government Code section 12182.

INSTRUCTIONS FOR COMPLETING CERTIFICATE OF CANCELLATION (FORM LP-4/7)

For easier completion, this form is available in a “fillable” version online at the Secretary of State’s website at <http://www.ss.ca.gov/business/business.htm>. The form can be filled in on your computer, printed and mailed to the Secretary of State, Document Filing Support Unit, P O Box 944225, Sacramento, CA 94244-2250 or can be delivered in person to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. If you are not completing this form online, please type or legibly print in black or blue ink.

FILING FEE: There is no fee for filing a Certificate of Cancellation (LP-4/7). Send the executed document to the address stated above.

Statutory filing provisions can be found in California Corporations Code section [15623](#) and [15696](#). All statutory references are to the California Corporations Code, unless otherwise stated.

THIS CERTIFICATE OF CANCELLATION (LP-4/7) MUST BE FILED IN ORDER TO CANCEL YOUR CERTIFICATE OR REGISTRATION OF LIMITED PARTNERSHIP AND YOUR LIABILITY FOR ANY TAX AS A LIMITED PARTNERSHIP.

Cancellation of the Certificate of Limited Partnership

- The person authorized to execute the Certificate of Cancellation shall cause to be filed in the office of the California Secretary of State a Certificate of Cancellation of Certificate of Limited Partnership upon the completion of the winding up of the affairs of the limited partnership.

Cancellation of Registration of Foreign Limited Partnership

- A foreign limited partnership may cancel its registration by filing with the California Secretary of State a Certificate of Cancellation signed and acknowledged by a general partner. A cancellation does not terminate the authority of the Secretary of State to accept service of process on the foreign limited partnership with respect to causes of action arising out of the transaction of business in this state.

Complete the Certificate of Cancellation (Form LP-4/7) as follows:

- Item 1.** Enter the file number issued by the California Secretary of State.
- Item 2.** Enter the name of the limited partnership as filed with the California Secretary of State. If a foreign limited partnership, provide the name under which this foreign limited partnership is conducting business in California.
- Item 3.** Indicate whether the limited partnership is canceling its Certificate of Limited Partnership (LP-1) pursuant to [Section 15623\(b\)\(1\)](#) or Registration of a Foreign Limited Partnership (LP-5) pursuant to [Section 15696](#).
- Item 4.** The Certificate of Cancellation (LP-4/7) may contain other information the partners filing the Certificate of Cancellation (LP-4/7) determine to include. Attach additional pages if necessary.
- Item 5.** The Certificate of Cancellation (LP-4/7) shall be executed, with original signatures, by all general partners (or a lesser number provided in the Certificate of Limited Partnership), unless the limited partners are winding up the limited partnership affairs, in which case the certificate shall be executed by the person authorized by a majority in interest of the limited partners. ([Section 15624\(a\)\(4\)](#).)

If the Certificate is filed by any person other than the general partner(s), the signature must be followed by the words “signature pursuant to Section _____,” ([Section 15625\(c\)](#).)

If the Certificate is signed by an attorney-in-fact, the signature must be followed by the words “attorney-in-fact for (name of the partner).”

If an association is designated as a general partner, the person who signs for the association must note the exact association, his/her name, and his/her position/title.

If a trust is designated as a general partner, the certificate must be signed by a trustee as follows:
_____, trustee for _____ trust (including the date of the trust, if applicable). Example: Mary Todd, trustee of the Lincoln Family Trust (U/T/A 5-1-94).

- For further information contact the Business Filings Section at (916) 657-5448.